

RECORDATION NO. **23257-D**

DEC 5 '01 12-56 PM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 4, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Interim Use Termination Agreement (Amtrak Trust 2001 L-B), dated December 5, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim Use Agreement which was previously filed with the Board under Recordation Number 23257.

The names and addresses of the parties to the enclosed document are:

Manufacturer:	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16513
User:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document:

Sixteen (16) General Electric P42-DC Single Model Diesel Locomotives AMTK 192 through AMTK 207, inclusive.

Mr. Vernon A. Williams
December 4, 2001
Page Two

A short summary of the document to appear in the index is:

Interim Use Termination Agreement (Amtrak Trust 2001 L-B).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

INTERIM USE TERMINATION AGREEMENT

DEC 5 '01 12-56 PM

(Amtrak Trust 2001-L-B)

SURFACE TRANSPORTATION BOARD

This RELEASE AND TERMINATION AGREEMENT (Amtrak Trust 2001-L-B) dated December 5, 2001 (the "*Termination Agreement*") is made by and between GENERAL ELECTRIC COMPANY, a New York corporation (the "*Manufacturer*") and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia.

WITNESSETH:

WHEREAS, the Manufacturer has entered into an Interim Use Agreement dated as of November 30, 2000 ("*Interim Use Agreement*") with Amtrak, which Agreement has been filed and recorded on December 18, 2000 at 4:20 p.m. with the Surface Transportation Board and has been assigned recordation number 23257;

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer has delivered to Amtrak sixteen (16) General Electric P42-DC Single Mode Diesel Locomotives which are more specifically described by Amtrak Equipment Number in Exhibit A attached hereto (collectively, the "*Locomotives*");

WHEREAS, pursuant to the Interim Use Agreement, the Manufacturer retained title to the Locomotives for purposes of securing, among other things, payment in full of the purchase price of the Locomotives;

WHEREAS, on the date hereof, WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Owner Trustee under that certain Trust Agreement (Amtrak Trust 2001-L-B) dated as of September 15, 2001 ("*Owner Trustee*"), has made arrangements satisfactory to the Manufacturer for the purchase and payment in full of the purchase price by Owner Trustee for the Locomotives; and

WHEREAS, on the date hereof, the Manufacturer has delivered to the Owner Trustee, against receipt of such purchase price, one or more bills of sale with respect to the Locomotives and Amtrak has delivered to Owner Trustee against payment of such purchase price as directed by Amtrak, a Bill of Sale (Amtrak Trust 2001-L-B) with respect to the Locomotives.

NOW, THEREFORE, the Manufacturer agrees as follows:

Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Interim Use Agreement.

Section 2. Termination and Release of the Locomotives. All right, title and interest of the Manufacturer in and to the Locomotives described on Annex A hereto is hereby released. Amtrak and Manufacturer hereby terminate and cancel the Interim Use Agreement but only with respect to those Units described on Exhibit A hereto. The

Interim Use Agreement shall remain in full force and effect with respect to all Locomotives (as defined in the Interim Use Agreement) not specifically described on Annex A hereto.

Section 3. Further Assurances. The Manufacturer hereby agrees to execute and deliver to the Owner Trustee, at the Owner Trustee's cost and expense, such additional instruments, notices, releases or certificates as the Owner Trustee may reasonably request to effectuate the foregoing provisions of this Release and Termination Agreement.

AMTRAK TRUST 2001-L-B

IN WITNESS WHEREOF, Amtrak and the Manufacturer have caused this Release and Termination Agreement to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

GENERAL ELECTRIC COMPANY

By: _____
Name:
Title:


AMTRAK TRUST 2001-L-B

IN WITNESS WHEREOF, Amtrak and the Manufacturer have caused this Release and Termination Agreement to be duly executed by its duly authorized representative as of the day and year first above written.

**NATIONAL RAILROAD PASSENGER
CORPORATION**

By: _____
Name: Dale M. Stein
Title: Treasurer

GENERAL ELECTRIC COMPANY

By:  _____
Name: Robert J. Koontz
Title: Attorney-in-Fact

DISTRICT OF COLUMBIA) SS.:

On this 3rd day of December, 2001, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Carla A. Jones
Notary Public

My Commission Expires: Carla A. Jones
Notary Public, District of Columbia
My Commission Expires 04-30-2006

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF ERIE)

On this 29th day of November, 2001, before me personally appeared Robert J. Koontz, to me personally known, who being by me duly sworn, says that he/she is the Attorney-in-Fact of GENERAL ELECTRIC COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah A. Kuhns
Notary Public

My Commission Expires: _____

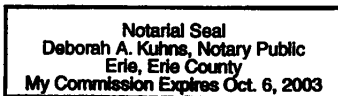


EXHIBIT A
TO
INTERIM USE TERMINATION AGREEMENT

LOCOMOTIVES

Equipment Type¹

**Amtrak
Equipment
Numbers**

Sixteen (16) General Electric P42-DC Single Mode
Diesel Locomotives

AMTK 192 through
AMTK 207, inclusive

¹ The following passenger rail equipment has been delivered and accepted under the Purchase Agreement (as defined in the Participation Agreement).